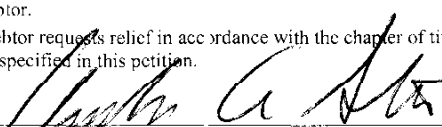
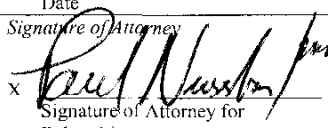
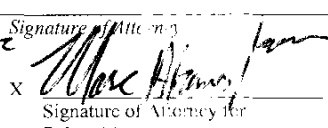


FORM B1				United States Bankruptcy Court District of Maryland				Voluntary Petition 02502155D															
Name of Debtor (if individual, enter Last, First, Middle): USinternetworking, Inc.				Name of Joint Debtor (Spouse) (Last, First, Middle):																			
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): USinternetworking, USi				All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																			
Soc. Sec./Tax I.D. No. (if more than one, state all): 52-2078325				Soc. Sec./Tax I.D. No. (if more than one, state all):																			
Street Address of Debtor (No. & Street, City, State & Zip Code): One USi Plaza Annapolis, Maryland 21401				Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																			
County of Residence or of the Principal Place of Business: Anne Arundel County				County of Residence or of the Principal Place of Business:																			
Mailing Address of Debtor (if different from street address):				Mailing Address of Joint Debtor (if different from street address):																			
Location of Principal Assets of Business Debtor (if different from street address above): See attached list of locations of the assets of the Debtor, incorporated herein by reference.																							
Information Regarding the Debtor (Check the Applicable Boxes)																							
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																							
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker					Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13																		
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(c) (Optional)					Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																		
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.								THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> <div style="font-size: 1.2em; font-weight: bold; margin: 10px 0;">JAN 7 2002</div> <div style="font-size: 0.8em; font-weight: bold; margin: 10px 0;">CLERK OF COURT U. S. BANKRUPTCY COURT DISTRICT OF MARYLAND BALTIMORE</div>															
Estimated Number of Creditors * <table style="width: 100%; text-align: center;"> <tr> <td>1-15</td><td>16-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1000-over</td></tr> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td></tr> </table>										1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>		
1-15	16-49	50-99	100-199	200-999	1000-over																		
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																		
Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>More than \$100 million</td></tr> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td></tr> </table>								\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million																
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																
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\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million																
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																

1

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s) USInternetworking, Inc.		FORM B1, Page 2
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)				
Location Where Filed: N/A		Case Number: N/A		Date Filed: N/A
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)				
Name of Debtor: See Attached Schedule A.		Case Number: Filed contemporaneously.		Date Filed: Filed contemporaneously.
District: Maryland (Baltimore Division)		Relationship: Affiliates		Judge: Not yet assigned.
Signatures				
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (If not represented by attorney) _____ Date		Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. X  Signature of Authorized Individual Andrew A. Stern Printed Name of Authorized Individual Chief Executive Officer Title of Authorized Individual January 6, 2002 Date		
Signature of Attorney X  Signature of Attorney for Debtor(s) Paul M. Nussbaum, Esq. (MD Fed. Bar No. 0494) Whiteford, Taylor & Preston LLP Seven Saint Paul Street Baltimore, Maryland 21202 Telephone: (410) 347-8700 Date: <u>1-6-02</u>	Signature of Attorney X  Signature of Attorney for Debtor(s) Marc Abrams, Esq. Wilkie Farr & Gallagher The Equitable Center 787 Seventh Avenue New York, New York 10019-6099 Telephone: (212) 728-8900 Date: <u>1-6-02</u>	Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. _____ Printed Name of Bankruptcy Petition Preparer _____ Social Security Number _____ Address _____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. X _____ Signature of Bankruptcy Petition Preparer _____ Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.		
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. X _____ Signature of Attorney for Debtor(s) Date: _____		
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.				

Locations of Assets of USinternetworking, Inc.

2500 USi Plaza Annapolis, MD 21401	2661 Riva Road Suite 200 Annapolis, MD 21401	175 Admiral Cochrane Drive Annapolis, MD 21401
200 Harry S Truman Parkway Annapolis, MD 21401	1250 Broadway 34 th Floor New York, NY 10001	1375 McCandless Drive Milpitas, CA 95035
612 Wheelers Farm Road Milford, CT	Boston, MA	

SCHEDULE A
TO VOLUNTARY PETITION

RELATED ENTITIES WITH CASES FILED CONTEMPORANEOUSLY IN THE
UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:

USinternetworking, Inc. (Parent)
Admiral Management Company LLC
GEMC Properties LLC
Riva Canyon LLC
Shore Services LLC

EXHIBIT "A" TO VOLUNTARY PETITION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

FILED

JAN 7 2002

**CLERK'S OFFICE
U. S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE**

----- X

In re:	
USINTERNETWORKING, INC.,	Case No. 02-_____
Debtor.	(Chapter 11)
Tax I.D. No. 52-2078325	

----- X

**SECURITIES AND EXCHANGE COMMISSION
INFORMATION SHEET**

1. The above-captioned debtor (the "Company") has issued securities registered under Section 12(g) of the Securities Exchange Act of 1934 (the "Exchange Act"). The Company's Exchange Act file number is 25/37.
2. The following unaudited financial data is the latest available information and refers to the Company's financial condition as of September 30, 2001.
 - a. Total Assets (book value) \$381,970,000
 - b. Total Debts (including debts listed in 2.c. below) \$290,967,000
 - c. Debt securities held by more than 500 holders: NC NE¹
 - d. Number of shares of preferred stock NC NE
 - e. Number of shares of common stock 146,146,122²

Comments, if any: As of November 26, 2001, the Company has issued 142,215,451 shares of common stock and 3,930,671 shares of restricted common stock, for a total of 146,146,122 shares of common stock.

¹ Under that certain Indenture dated as of October 29, 1999, the Debtor has issued 7% Convertible Subordinated Notes due November 1, 2004, but the Debtor believes that such debt securities are not held by more than 500 holders.

² As of November 26, 2001.

3. Brief description of debtor's business: The debtor is a full-service, enterprise Application Service Provider, delivering the functionality of complex enterprise software as a service.
4. Upon information and belief, the following entities directly or indirectly own, control, or hold, with power to vote, 5% or more of the voting securities of the Company:³

<u>Name</u>	<u>Aggregate No. of Shares of Voting Common Stock</u>	<u>% of Stock Outstanding</u>
Christopher R. McCleary	9,900,812	6.77%
Blue Chip Group	8,772,843	6.1%
Microsoft Corporation	19,852,942	13.58%

³ As of December 31, 2001.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

FILED

JAN 7 2002

CLERK'S OFFICE
U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE

----- X
In re:

USINTERNETWORKING, INC.

Debtor.

Tax I.D. No. 52-2078325
----- X

Case No. 02-_____
(Chapter 11)

SECRETARY'S CERTIFICATE OF RESOLUTIONS
OF THE BOARD OF DIRECTORS OF USINTERNETWORKING, INC.

I, William T. Price, the undersigned Secretary of USInternetworking, Inc. (the "Corporation"), hereby certify that (i) on January 6, 2002, the Board of Directors of the Corporation adopted the resolutions attached hereto and incorporated by reference; and (ii) these resolutions have not been amended, modified, or rescinded and, accordingly, are in full force and effect.

Dated: January 6, 2002

By:



William T. Price
Secretary, USInternetworking, Inc.

RESOLVED that in the judgment of the Board of Directors it is desirable and in the best interests of USInternetworking, Inc., a Delaware corporation (the "**Corporation**"), its creditors, stockholders, and other interested parties, that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "**Bankruptcy Code**"); and it is further

RESOLVED that Andrew A. Stern and William Washecka and William Price, or any one of them individually (collectively, the "**Officers**" and each, individually, an "**Officer**"), be, and each hereby is, authorized and directed on behalf of the Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court in Baltimore, Maryland in such form and at such time as the Officer executing said petition determines; and it is further

RESOLVED that the Officers be, and each of them hereby is, authorized, directed, and empowered, on behalf of and in the name of the Corporation, to execute, verify, and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein), all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action that they deem necessary and proper in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

RESOLVED that the Officers be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to employ and retain the law firms of Willkie Farr & Gallagher, The Equitable Center, 787 Seventh Avenue, New York, New York 10019-6099; Whiteford, Taylor & Preston, Seven Saint Paul Street, Baltimore, Maryland 21202, and Latham & Watkins, Suite 5800, Sears Tower, 233 South Wacker Drive, Chicago, Illinois 60606, as attorneys for the Corporation in the chapter 11 case; and it is further

RESOLVED that the Officers be, and each of them hereby is, authorized, directed, and empowered, on behalf of and in the name of the Corporation, to employ and retain Conway Del Genio, Gries & Co., LLC as financial advisors for the Corporation in the chapter 11 case; and it is further

RESOLVED that the Officers be, and each of them hereby is, authorized, directed, and empowered, on behalf of and in the name of the Corporation, to employ and retain such further legal, financial, and bankruptcy services firms (together with Willkie, Farr & Gallagher, Whiteford, Taylor & Preston, Latham & Watkins, and Conway Del Genio, Gries & Co., LLC, the "**Professionals**") as may be deemed necessary or appropriate by the Officers or any of them so acting; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any Officer or any of the Professionals to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED that the Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Corporation to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and it is further

RESOLVED that the Officers be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses as in their judgment is necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

[END OF TEXT]